

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE GREENSKY
SECURITIES LITIGATION

Case No.: 18 Civ. 11071 (AKH)

**[PROPOSED] ORDER
GRANTING PLAINTIFFS' MOTION FOR CLASS CERTIFICATION**

This matter is before the Court on Lead Plaintiffs Northeast Carpenters Annuity Fund, El Paso Firemen & Policemen's Pension Fund, and the Employees' Retirement System of the City of Baton Rouge and Parish of East Baton Rouge's (collectively "Lead Plaintiffs") Motion for Class Certification, filed on February 21, 2020 (ECF No. 130).

For good cause shown, and based on the moving papers, the Court finds and concludes that Lead Plaintiffs' motion is well taken and Defendants GreenSky, Inc. ("GreenSky" or the "Company"), David Zalik, Robert Partlow, Joel Babbit, Gerald Benjamin, Robert Sheft, John Flynn, Gregg Freishtat, Nigel Morris (the "Individual Defendants"), and Goldman Sachs & Co. LLC, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Merrill Lynch, Pierce, Fenner & Smith Inc., SunTrust Robinson Humphrey, Inc., Raymond James & Associates, Inc., Sandler O'Neill & Partners, L.P., Fifth Third Securities, Inc., and Guggenheim Securities, LLC (the "Underwriter Defendants") (collectively, "Defendants" and, collectively with Lead Plaintiffs, the "Parties") do not oppose the requested relief.

Therefore, for the reasons identified in Lead Plaintiffs' motion papers, and based on the evidence filed therewith, **IT IS HEREBY ORDERED THAT:**

A. Class Certification

- (1) Plaintiffs' motion for class certification is GRANTED.
- (2) This action is certified as a class action pursuant to Fed. R. Civ. P. 23(a) and 23(b)(3) for a class defined as follows (the "Class"):¹

All persons and entities who purchased GreenSky Class A common stock pursuant and/or traceable to the Registration Statement and Prospectus (the "Offering Documents") issued in connection with Defendant GreenSky, Inc.'s May 25, 2018 initial public offering and were damaged thereby. Excluded from the Class are Defendants; the officers and directors of the Company; members of their immediate families; and their legal representatives, heirs, successors or assigns and any entity in which Defendants have or had a controlling interest, provided, however, that any "Investment Vehicle" shall not be excluded from the Class. Investment Vehicle means any investment company or pooled investment fund, including but not limited to, mutual fund families, exchange traded funds, fund of funds, and hedge funds, in which any of the Underwriter Defendants have, has, or may have a direct or indirect interest, or as to which its affiliates may act as an investment advisor, but in which any of the Underwriter Defendants alone or together with its respective affiliates is not a majority owner or does not hold a majority beneficial interest.

- (3) Lead Plaintiffs are appointed Class Representatives, as proposed in Lead Plaintiffs' motion papers.

- (4) Lead Counsel Cohen Milstein Sellers & Toll PLLC and Scott+Scott Attorneys at Law LLP are appointed as Class Counsel, as proposed in Lead Plaintiffs' motion papers.

B. Class Notice

- (1) No later than fourteen (14) days after entry of this Order, Class Counsel shall submit for consideration to the Court a class action administrator to be retained by Class Counsel (the

¹ As set forth in Plaintiffs' motion papers the prerequisites of Fed. R. Civ. P. 23(a) and (b)(3) are satisfied, and Defendants do not oppose class certification. Defendants preserve all defenses as to each Lead Plaintiff and Class Representative, including the right to depose these parties and their investment advisors during the discovery period.

“Administrator”), a proposed Notice of Pendency of Class Action (the “Notice”), and a proposed Summary Notice of Pendency of Class Action (“Summary Notice”).

(2) GreenSky shall use its best efforts to provide, or cause to be provided, to Class Counsel, as soon as practicable but no later than fourteen (14) days after Court approval of the Notice and Summary Notice (the “Notice Date”), its available list of Class A shareholders consisting of the available Class A shareholder names, addresses, and/or email addresses in whatever form GreenSky or its agent maintains it in the ordinary course of business (the “shareholder mailing list”). If possible, GreenSky will provide the shareholder mailing list in electronic form, to the extent it already exists in that form, at no cost to Class Counsel or any future settlement fund in this action.

(3) No later than fourteen (14) days after receipt of GreenSky’s shareholder mailing list, the Administrator shall cause a copy of the Notice to be mailed by first-class mail, postage pre-paid, and/or emailed to the extent email addresses are provided by the transfer agent, to all members of the Class at the address of each such person as set forth in the shareholder mailing list provided by the Company, or who otherwise can be identified through reasonable effort.

(4) Contemporaneously with the mailing of the Notice, Class Counsel shall publish the Summary Notice once in *Investor’s Business Daily* and on *PR Newswire*. Class Counsel shall also place the Notice and Summary Notice on a website established by Class Counsel (the “Class Action Website”) designated for this lawsuit from which Class Members may download copies of the Notice.

(5) The Company shall disclose the URL address of the Class Action Website once in any quarterly or annual report filed within 90 days after the Notice Date.

(6) The Administrator shall use reasonable efforts to give notice to nominee owners

such as brokerage firms and other persons or entities who purchased GreenSky common stock pursuant or traceable to the Offering Documents as record owners but not as beneficial owners. Nominees who purchased GreenSky common stock for beneficial owners who are Class Members are directed to, within fourteen (14) days of receipt of the Notice:

- a. request additional copies of the Notice from the Administrator for them to email or mail to such beneficial owners; or
- b. send a list of the names, addresses, and email addresses of such beneficial owners to the Administrator who, upon receipt thereof, shall promptly email or mail the Notice to these beneficial owners. If email addresses are not available, the nominee shall notify the Administrator of that fact with its bulk request and explain why they are not available.

(7) If a nominee elects to send the Notice to beneficial owners, such nominee is directed to email or mail the Notice within fourteen (14) days of receipt of the additional copies of the Notice from the Administrator, and upon sending, the nominee shall send a statement to the Administrator confirming that the emailing or mailing was done as directed, and the nominee shall retain the list of names and addresses for use in connection with any possible future notice to the Class. Upon full compliance with this Order, including the timely emailing or mailing of the Notice to beneficial owners, such nominees may seek reimbursement of their reasonable expenses actually incurred in complying with this Order, not exceeding a maximum set by the Administrator, by providing the Administrator with proper documentation supporting the expenses for which reimbursement is sought and reflecting compliance with these instructions, including timely emailing or mailing of the Notice, if the nominee elected or elects to do so. Unreasonable expenses shall not be reimbursed. Any disputes with respect to the reasonableness or documentation of

expenses incurred shall be subject to review by the Court.

(8) Class Members shall be bound by all determinations, orders, and judgments in this Action, whether favorable or unfavorable, unless such persons and entities request exclusion from the Class in a timely and proper manner. A putative Class Member wishing to make a request for exclusion must submit such a request in written form in the manner and to the address designated in the Notice, such that it is received within ninety (90) days after the Notice Date. Class Members wishing to be excluded from the Class must, in their written request, provide their (i) name, (ii) address, (iii) telephone number, (iv) number of shares of GreenSky common stock purchased or sold, (v) prices or other consideration paid or received for such shares(s), (vi) the date of each purchase or sale transaction, and (vii) a statement that the Class Member wishes to be excluded from the Class. The request for exclusion must also be signed by the person or entity requesting exclusion. The request for exclusion shall not be effective unless it provides the required information and is made within the time stated above, or the exclusion is otherwise accepted by the Court. All putative Class Members who submit valid and timely requests for exclusion in the manner set forth in this paragraph shall not be bound by any future judgment or settlement, shall have no rights under any future settlement and shall not share in the distribution of any future settlement fund.

(9) Any Class Member who retains separate counsel to represent him, her, or it by appearing in these proceedings must have such counsel enter an appearance pursuant to Fed. R. Civ. P. 23(c)(2)(B)(iv), as set out in the Notice, no later than ninety (90) days after the Notice Date.

(10) Any member of the Class who does not request exclusion from the Class in the manner stated in this Order shall be deemed to have waived his, her or its right to be excluded from the Class, and shall forever be barred from requesting exclusion from the Class in this or any

other proceeding, and shall be bound by any future settlement, subject to the terms thereof, or judgment.

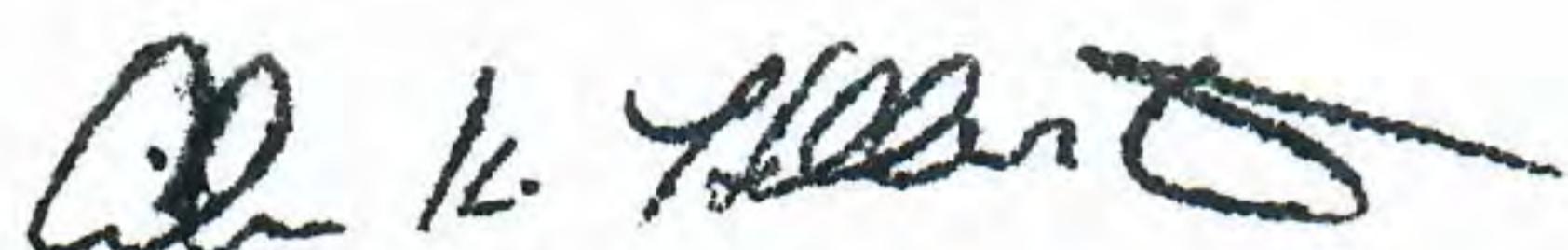
(11) Within fourteen (14) days after the exclusion deadline has passed, Class Counsel shall file with the Court proof of dissemination and publication of the Notice, and a sworn statement listing the names of all persons and entities who have validly and timely requested exclusion from the Class.

(12) This Order may be modified by the Court upon motion by either or both parties for good cause shown.

(13) This Court shall retain jurisdiction over all matters arising pursuant to or related to the relief granted by this Order.

SO ORDERED.

June 1, 2020



The Honorable Alvin K. Hellerstein
United States District Judge

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